

## **Exhibit 3**

133557

BK 1856 PG 0308

1499-3122

**AMENDMENT TO CONSTRUCTION, OPERATION  
AND RECIPROCAL EASEMENT AGREEMENT**

THIS AMENDMENT is made as of the 28<sup>th</sup> day of October, 1994,  
between CONCORD MALL, a Delaware general partnership ("Developer"), and  
SEARS, ROEBUCK AND CO., a New York corporation ("Sears").

**WITNESSETH:**

WHEREAS, Developer and Sears entered into a Construction,  
Operation and Reciprocal Easement Agreement dated December 21, 1990 and  
recorded in the office of the Recorder of Deeds, New Castle County, State of  
Delaware at Deed Book 1240, Page 90, which agreement, as amended by that  
certain Supplemental Agreement dated December 21, 1990 and as further  
amended by that certain Agreement dated June 27, 1991 and recorded in said  
Records at Deed Book 1240, Page 40, is hereinafter referred to as the "REA"; and

WHEREAS, the parties desire to amend, modify and supplement the  
REA to accommodate the intended conversion of the office building (the  
"Building") located in the Shopping Center to retail use 1) by changing the parking  
ratio to 4.8 cars per 1,000 square feet of floor area, 2) by altering the parking  
configuration, and 3) as further hereinafter provided.

NOW, THEREFORE, in consideration of the mutual agreement herein  
contained and other good and valuable consideration to each of the parties hereto  
paid by the other, receipt and sufficiency of which is hereby acknowledged, the  
parties agree as follows:

1. Capitalized terms used herein shall have the same meaning as  
ascribed thereto in the REA, unless otherwise provided herein.
2. Section 17.1(b)(i) of the REA is amended by substituting on line  
4 of said Section the words and numeral "four and eight-tenths (4.8)" in place of  
the word and numeral "five (5)" which are hereby deleted.
3. Notwithstanding anything to the contrary set forth in the REA,  
Developer shall have the right to modify the parking configuration so that it is  
substantially as shown on the plan (the "Plan") attached hereto as Exhibit "A" and  
made a part hereof, including but not limited to the minimum parking bay width  
indicated thereon.
4. Nothing in the REA shall be construed so as to prevent the  
placement of signs, identifying the occupant of the Building, a) at the exterior  
entrance to the "Pedestrian Mallway" (as shown on the Plan), b) on the exterior

After Recording, please return document to  
Commonwealth Land Title Insurance Company  
Agency & Approved Attorney Department  
2 Logan Square, Suite 500  
Philadelphia, Pennsylvania 19103  
ATTN: EDWARD J. KELLY

38913.3 10/13/94

*See Plot Plan WA 12232*

*6/6003*

PAULETTE SULLIVAN MOORE  
000000

94 DEC 21 A 9:39:0

8K 1856 PG 0309

wall of the third level of the Building, and c) on the interior Building facades at the mall level.

5. All other terms and conditions of the REA shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have duly executed this Amendment under seal as of the day and year first above written.

Scaled and Delivered  
in the Presence of:

CONCORD MALL,  
a Delaware general partnership

By: JMB GROUP TRUST III,  
an Illinois trust,  
General Partner

By: JMB INSTITUTIONAL ADVISORS-LLP,  
an Illinois general partnership,  
Investment Manager

By: JMB INSTITUTIONAL REALTY  
CORPORATION, an Illinois  
corporation,  
Managing Partner

By: Susan Spinello  
Name SUSAN SPINELLO  
Title VICE PRESIDENT

By: \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

Scaled and Delivered  
in the Presence of:

SEARS, ROEBUCK AND CO.,  
a New York corporation

By: \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

By: \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

8K1856PG0310

wall of the third level of the Building, and c) on the interior Building facades at the mall level.

5. All other terms and conditions of the REA shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have duly executed this Amendment under seal as of the day and year first above written.

Scaled and Delivered  
in the Presence of:

CONCORD MALL,  
a Delaware general partnership

By: JMB GROUP TRUST III,  
an Illinois trust,  
General Partner

By: JMB INSTITUTIONAL ADVISORS-III,  
an Illinois general partnership,  
Investment Manager

By: JMB INSTITUTIONAL REALTY  
CORPORATION, an Illinois  
corporation,  
Managing Partner

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

By \_\_\_\_\_  
Name \_\_\_\_\_  
Title \_\_\_\_\_

Attest:

*Robert Brumette*  
Assistant Secretary

SEARS, ROEBUCK AND CO.,  
a New York corporation

By *Barry D. Kaufman*  
Name Barry D. Kaufman  
Title Divisional Vice President  
Real Estate



BK 1856PG0311

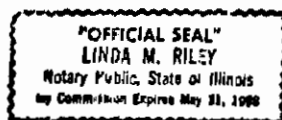
STATE OF ILLINOIS )

COUNTY OF COOK )

SS.:

This instrument was acknowledged before me this 21<sup>st</sup> day of October, 1994, by Susan Spinello and Yuse President and the \_\_\_\_\_, respectively, of JMB INSTITUTIONAL REALTY CORPORATION, an Illinois corporation, as Managing Partner of JMB INSTITUTIONAL ADVISORS-III, an Illinois general partnership, as Investment Manager of JMB GROUP TRUST III, the General Partner of CONCORD MALL, a Delaware general partnership, the party on behalf of whom the instrument was executed.

WITNESS my hand and official seal this 21<sup>st</sup> day of October, 1994.



By

Linda M. Riley  
NOTARY PUBLIC

Linda M. Riley  
(Notary Printed Name)

My Commission Expires:

May 31, 1998

STATE OF NEW YORK )

COUNTY OF \_\_\_\_\_ )

SS.:

On this \_\_\_\_ day of \_\_\_\_\_, 1994, before me, personally came \_\_\_\_\_ and \_\_\_\_\_, to me known who being by me duly sworn, did depose and say that they are the \_\_\_\_\_ and the \_\_\_\_\_ of SEARS, ROEBUCK & CO., the corporation described in, and which executed, the foregoing instrument; and that they signed the foregoing instrument as such officers and that said instrument is the act and deed of said corporation.

\_\_\_\_\_  
NOTARY PUBLIC

BK 1856PG0312

STATE OF ILLINOIS )  
COUNTY OF COOK ) SS.:

This instrument was acknowledged before me this \_\_\_\_ day of \_\_\_\_\_, 1994, by \_\_\_\_\_ and \_\_\_\_\_, the \_\_\_\_\_ and the \_\_\_\_\_, respectively, of JMB INSTITUTIONAL REALTY CORPORATION, an Illinois corporation, as Managing Partner of JMB INSTITUTIONAL ADVISORS-III, an Illinois general partnership, as Investment Manager of JMB GROUP TRUST III, the General Partner of CONCORD MALL, a Delaware general partnership, the party on behalf of whom the instrument was executed.

WITNESS my hand and official seal this \_\_\_\_ day of \_\_\_\_\_, 1994.

By \_\_\_\_\_  
NOTARY PUBLIC  
\_\_\_\_\_  
(Notary Printed Name)

My Commission Expires:  
\_\_\_\_\_

~~STATE OF NEW YORK~~ <sup>ILLINOIS</sup> )  
COUNTY OF COOK ) SS.:

On this 31st day of October, 1994, before me, personally came Barry D. Kaufman and Robert C. Bramlette, Jr. to me known who being by me duly sworn, did depose and say that they are the <sup>Divisional Vice President, Real Estate</sup> ~~Assistant Secretary~~ of SEARS, ROEBUCK & CO., the corporation described in, and which executed, the foregoing instrument; and that they signed the foregoing instrument as such officers and that said instrument is the act and deed of said corporation.

Diane Haeger  
NOTARY PUBLIC



*See Plot Plan No. 12232*